

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING

ELECTIONS, UNIT: V-2665

(herein "Subject Drilling Unit")

DOCKET NUMBER VGOB-93/07/20-0388

REPORT OF BOARD

FINDINGS AND ORDER

1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992 at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirements of § 7.c of the Virginia Gas and Oil Board Regulations, VR 480-05-22.2 by supplementing the Order previously issued by the Board for the subject Docket on November 28, 1993 and recorded at Deed Book 766, Page 398 in the Office of the Clerk of the Circuit Court, Wise County, Virginia on December 2, 1993, (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interests in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.

2. Findings: The Board finds that:

(a) The Board Order directed Equitable Resources Exploration (herein the "Designated Operator"), to mail copies of the Board Order to all Respondents whose interests, if any, were pooled by said Board Order;

(b) The Designated Operator filed its affidavit of mailing dated December 14, 1993 disclosing that it had mailed a true and correct copy of the Board's Order to all Respondents whose interests, if any, were pooled by said Board Order;

(c) The Board Order required each Respondent whose interests, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated December 14, 1993 in accordance with 7.c of the Virginia Gas and Oil Board Regulations and VR 480-05-22.2 (herein "Affidavit of Election"), wherein it has, for each Respondent whose interests, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii)

whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board's Order, to have leased all their rights, title, interests, estates and claims in Subject Drilling Unit to the Designated Operator;

(d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein "Statement of Interests"); that the Designated Operator filed said Statement of Interest dated February 4, 1994. A copy of which is attached hereto.

(e) Current Board standards requiring the escrow of funds and the Board's agreement with its Escrow Agent, Tazewell National Bank, P. O. Box 909, Tazewell, Virginia 24651, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow.

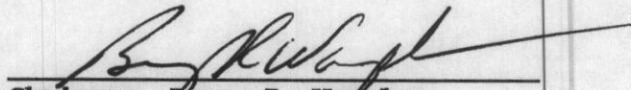
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2. above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, Tazewell National Bank, P. O. Box 909, Tazewell, Virginia 24651, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said Affidavits to receive such funds and account to the Board therefore.

4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that a true and correct copy of this Order was mailed within seven (7) days from the date of receipt of this Order to each person whose interest or claim is subject to escrow and whose address is known.

5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.

6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 3rd day of August 1994, by a majority of the Virginia Gas and Oil Board.


Chairman, Benny R. Wampler

STATE OF VIRGINIA)
COUNTY OF WISE)

Acknowledged on this 3rd day of August, 1994, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

Susan G. Garrett
Susan G. Garrett
Notary Public

My commission expires 7/31/98

DONE AND PERFORMED this 3rd day of August 1994 by Order of this Board.

Byron T. Fulmer
Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA
COUNTY OF WASHINGTON

Acknowledged on this 3rd day of August, 1994, personally before me a notary public in and for the Commonwealth of Virginia, appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is Principal Executive to the staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

Diane J. Davis
Diane J. Davis
Notary Public

My commission expires 9/30/97

BEFORE THE VIRGINIA GAS AND OIL BOARD

IN RE:

Application of Equitable Resources Exploration for Forced Pooling of Interests in Unit Number V-2665, VGOB Docket No. VGOB-93-0720-0388 in the Gladeville Magisterial District of Wise County, Virginia

AFFIDAVIT OF HUNTER, SMITH & DAVIS, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of Hunter, Smith & Davis, the Agent for the Designated Operator, with offices located at 1212 North Eastman Road, Kingsport, Tennessee 37664, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on November 28, 1993, by the Virginia Gas and Oil Board regarding the captioned conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who were added as Respondents at the hearing held in captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on December 2, 1993;
5. That the Designated Operator, by and through their agent, HUNTER, SMITH & DAVIS, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made

with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election period:

None

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

None

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

None.

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraphs 3 and 2(c) of the Order.

- 1) Ewing and Jeanette Craft;
- 2) Russell and Debra Skorupa;
- 3) Betty and Charles Guibord, and
- 4) Glen and Helen Calhoun.

9. That pursuant to the provision of VR 480-05-22.27.C and VR 480-05-22.2.8, annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D, 45.1-361.22.A.3 and 4.

Dated at Kingsport, Tennessee, this 24th day of Feb., 1994.

James E. Kaiser
James E. Kaiser, Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Resources Exploration, a corporation, on behalf of the corporation, this 24th day of Feb., 1994.

My commission expires: March 12, 1996

Pamela K. Talbott
Notary Public

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VIRGINIA: In the Clerk's Office of Wise Circuit Court Aug 5 19 94
This deed was presented and upon the annexed Certificate of acknowledgement admitted to
record at 11:34 M. The tax imposed by 58.54 1 of the Code has been paid in the
amount of \$ 1.84 Recorded in Deed Book 184 and Page 370
Teste: C. Gary Rakes, Clerk Larry Shad Deputy Clerk

EXHIBIT "B"
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<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
<u>TRACT 1</u>				
Ewing Craft and Jeanette Craft, H/W Route #2, Box 282 Wise, VA 24293	Unleased	.18%	.23	.000225 RI
Equitable Resources Exploration				.001575
Tract 1 Total		.18%	.23	.18%
<u>TRACT 2</u>				
Fred Kilgore and Hazel Kilgore, H/W Route #2, Box 292 Wise, VA 24293	Lsd-EREX 244508L-01	1.48%	1.86	.00185 RI
Glenn Kilgore and Rita Kilgore, H/W Route #2, Box 292 Wise, VA 24293	Lsd-EREX 244508L-01	1.48%	1.86	.00185 RI
Equitable Resources Exploration				.0259
Tract 2 Totals		2.96%	3.72	2.96%
<u>TRACT 3</u>				
Kenneth Calhoun and Barbara Calhoun, H/W Route #2, Box 317 Wise, VA 24293	Lsd-EREX 244506L-01	19.62%	24.66	.024525 RI
Equitable Resources Exploration				.171675
Tract 3 Totals		19.62%	24.66	19.62%

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<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
TRACT 4				
Russell Eric Skorupa and Debra Lynn Skorupa, H/W P. O. Box 2257 Wise, VA 24293	Unleased	1.00%	1.25	.00125 RI
Equitable Resources Exploration				.00875
Tract 4 Totals		1.00%	1.25	1.00%
TRACT 5				
Betty Guibord and Charles Guibord, W/H 10043 Nebula Way Sacramento, CA 95827-2972	Unleased	2.14%	2.69	.002675 RI
Equitable Resources Exploration				.018725
Tract 5 Totals		2.14%	2.69	2.14%
TRACT 6				
Belle Calhoun, Widow Route #2, Box 334 Wise, VA 24293	Lsd-EREX Life Estate 244507L-01	0.00%	0.00	
Carl Stidham and Louise Stidham, H/W Route #2, Box 319 Wise, VA 24293	Lsd-EREX 244507L-01 Remainderman	1.37%	1.72	.0017125 RI
Equitable Resources Exploration				.0119875
Tract 6 Totals		1.37%	1.72	1.37%

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<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
TRACT 7 Glenn Calhoun and Helen Calhoun, H/W R.R. #5, Box 146 Duffield, VA 24244	Unleased	1.09%	1.37	.0013625 RI .0095375
Equitable Resources Exploration				
Tract 7 Totals		1.09%	1.37	1.09%
TRACT 8 Penn Virginia Resources ATTN: Ralph Tomlinson P. O. Box 386 Duffield, VA 24244-0386	Lsd-EREX 223096L-01 TR# 702	18.37%	23.08	.0229625 RI .1607375
Equitable Resources Exploration				
Tract 8 Totals		18.37%	23.08	18.37%
TRACT 9 Pine Mountain Oil and Gas, Inc. ATTN: Richard Brillhart P. O. Box 4000 Lebanon, VA 24266	Lsd-EREX 241490L-01 TR# T-943 PO-148	11.72%	14.73	.01465 RI .10255
Equitable Resources Exploration				
Tract 9 Totals		11.72%	14.73	11.72%

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<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTERESTS</u>
TRACT 10				
Penn Virginia Resources ATTN: Ralph Tomlinson P. O. Box 386 Duffield, VA 24244-0386	Lsd-EREX 223096L-01 TR# 742	26.00%	32.67	.0325 RI
Equitable Resources Exploration				.2275
Tract 10 Totals		26.00%	32.67	26.00%
TRACT 11				
Virginia Iron Coal & Coke Company ATTN: R.G. Poindexter Vice President & General Manager P. O. Box 1871 Roanoke, VA 24008	Lsd-EREX 223010L-01 TR# WI-78	15.48%	19.45	.01935 RI (Prior to 120% payout)
Equitable Resources Exploration				.13545 (Prior to 120% payout)
Tract 11 Totals		15.48%	19.45	15.48%
TRACT 12				
Pine Mountain Oil and Gas, Inc. ATTN: Richard Brillhart P. O. Box 4000 Lebanon, VA 24266	Lsd-EREX 241490L-01 TR# T-936	.07%	.09	.0000875 RI
Equitable Resources Exploration				.0006125
Tract 12 Totals		.07%	.09	.07%
	TOTALS	100%	125.66	100%